

TAKE TWO INTERACTIVE SOFTWARE INC  
Form SC TO-T/A  
August 19, 2008

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 15**

to

**Schedule TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)  
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Take-Two Interactive Software, Inc.**

*(Name of Subject Company (Issuer))*

**EA08 Acquisition Corp.**

**Electronic Arts Inc.**

*(Names of Filing Persons (Offeror))*

**Common Stock, Par Value \$.01 Per Share**

*(Title of Class of Securities)*

**874054109**

*(CUSIP Number of Class of Securities)*

Stephen G. Bené

Senior Vice President, General Counsel and Secretary

Electronic Arts Inc.

209 Redwood Shores Parkway

Redwood City, California 94065

Telephone: (650) 628-1500

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Richard Capelouto, Esq.

Simpson Thacher & Bartlett LLP

2550 Hanover Street

Palo Alto, California 94304

Telephone: (650) 251-5000

CALCULATION OF FILING FEE

Transaction Valuation\*  
\$2,152,261,826

Amount of Filing Fee\*\*  
\$84,583.89

\* Calculated solely for purposes of determining the filing fee. Calculated by multiplying \$25.74, the per share tender offer price, by 84,240,550, which represents (i) 76,826,485 outstanding shares of common stock as of March 21, 2008 (according to the Subject Company's Solicitation/Recommendation Statement on Schedule 14D-9 relating to the Offer), minus (ii) 10 shares of common stock beneficially owned by the filing persons as of the date hereof, plus (iii) 1,500,000 shares of restricted stock of the Subject Company issued to ZelnickMedia Corporation on February 14, 2008 pursuant to its management agreement with Subject Company and plus (iv) 5,914,075 shares of common stock subject to outstanding options as of October 31, 2007 (3,905,000 shares according to the Subject Company's Annual Report on Form 10-K for the period ended October 31, 2007 plus 2,009,075 shares subject to options granted by the Subject Company to ZelnickMedia Corporation).

\*\* Calculated as 0.00393% of the transaction value. The amount of filing fee was calculated in accordance with Section 14(g)(3) of and Rule 0-11(d) under the Securities Exchange Act of 1934, as amended.

x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$84,583.89 Filing Parties: EA08 Acquisition Corp.

Form or Registration No.: SC TO Date Filed: Electronic Arts Inc. March 13, 2008

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.
- .. issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. x



This Amendment No. 15 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on March 13, 2008, as amended (the *Schedule TO* ), by Electronic Arts Inc. ( *Parent* ) and EA08 Acquisition Corp., a wholly-owned subsidiary of Parent ( *Purchaser* ), relating to the offer by Purchaser to purchase all of the issued and outstanding shares of common stock, par value \$.01 per share, and the associated preferred stock purchase rights (together, the *Shares* ), of Take-Two Interactive Software, Inc. ( *Take-Two* or the *Company* ) at a purchase price of \$25.74 net per share in cash (subject to applicable withholding taxes), without interest, upon the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase dated April 18, 2008 (the *Amended and Restated Offer to Purchase* ) and in the related Amended and Restated Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as specifically set forth herein, this Amendment No. 15 does not modify any of the information previously reported on the Schedule TO. All capitalized terms used in this Amendment No. 15 and not otherwise defined have the respective meanings ascribed to them in the Amended and Restated Offer to Purchase.

As permitted by General Instruction F to the Schedule TO, the information set forth in the Schedule TO, as amended by this Amendment No. 15, including the Amended and Restated Offer to Purchase and the related Amended and Restated Letter of Transmittal and all other appendices, schedules, exhibits and annexes hereto and thereto, is hereby expressly incorporated by reference herein in response to Items 1 through 12 of the Schedule TO. You should read this Amendment No. 15 to the Schedule TO together with the Schedule TO.

**Items 1 through 11.**

Items 1 through 11 of the Schedule TO are hereby amended and supplemented as follows:

The Offer expired at 11:59 p.m., New York City time, on Monday, August 18, 2008. No Shares were purchased by Purchaser pursuant to the Offer, and all Shares previously tendered and not withdrawn will be promptly returned.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 19, 2008.

**ELECTRONIC ARTS INC.**

By: /s/ STEPHEN G. BENÉ  
Name: **Stephen G. Bené**  
Title: **Senior Vice President, General Counsel, and  
Secretary**

**EA08 ACQUISITION CORP.**

By: /s/ STEPHEN G. BENÉ  
Name: **Stephen G. Bené**  
Title: **Vice President and Secretary**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase dated March 13, 2008. *
(a)(1)(B)	Letter of Transmittal. *
(a)(1)(C)	Notice of Guaranteed Delivery. *
(a)(1)(D)	Letter from Purchaser to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees. *
(a)(1)(E)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees. *
(a)(1)(F)	Guidelines for Certification of Taxpayer Identification Number on Substitute W-9. *
(a)(1)(G)	Summary Advertisement as published on March 13, 2008. *
(a)(1)(H)	Amended and Restated Offer to Purchase dated April 18, 2008. *
(a)(1)(I)	Amended and Restated Letter of Transmittal. *
(a)(1)(J)	Amended and Restated Notice of Guaranteed Delivery. *
(a)(1)(K)	Amended and Restated Letter from Purchaser to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees. *
(a)(1)(L)	Amended and Restated Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees. *
(a)(5)(A)	Press Release issued by Electronic Arts Inc., dated March 13, 2008. *
(a)(5)(B)	Electronic Arts Press Release, dated February 24, 2008 posted at <a href="http://www.eatake2.com">www.eatake2.com</a> (incorporated by reference to Exhibit 99.1 of Electronic Arts Inc. s current report on Form 8-K filed on February 25, 2008).
(a)(5)(C)	Open Letter to the Public, dated February 24, 2008 posted at <a href="http://www.eatake2.com">www.eatake2.com</a> (incorporated by reference to Exhibit 99.2 of Electronic Arts Inc. s current report on Form 8-K filed on February 25, 2008).
(a)(5)(D)	Electronic Arts Frequently Asked Questions, dated as of February 24, 2008 posted at <a href="http://www.eatake2.com">www.eatake2.com</a> (incorporated by reference to Exhibit 99.3 of Electronic Arts Inc. s current report on Form 8-K filed on February 25, 2008).
(a)(5)(E)	Transcript of February 25, 2008 Electronic Arts Conference Call posted at <a href="http://www.eatake2.com">www.eatake2.com</a> (incorporated by reference to Exhibit 99.1 of Electronic Arts Inc. s current report on Form 8-K filed on February 25, 2008).
(a)(5)(F)	February 25, 2008 Conference Call Prepared Remarks posted at <a href="http://www.eatake2.com">www.eatake2.com</a> (incorporated by reference to Exhibit 99.2 of Electronic Arts Inc. s current report on Form 8-K filed on February 25, 2008).
(a)(5)(G)	Transcript of Warren C. Jenson remarks at the March 3, 2008 Morgan Stanley Technology Conference (incorporated by reference to Exhibit 99.1 of Electronic Arts Inc. s current report on Form 8-K filed on March 4, 2008).
(a)(5)(H)	Electronic Arts Inc. e-mail response to inquiries from the press regarding the response of Take-Two Interactive Software, Inc. to the tender offer set forth in Take-Two s Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on March 26, 2008. *
(a)(5)(I)	Press Release issued by Electronic Arts Inc., dated March 28, 2008. *
(a)(5)(J)	Press Release issued by Electronic Arts Inc., dated April 17, 2008. *
(a)(5)(K)	Press Release issued by Electronic Arts Inc., dated April 18, 2008. *
(a)(5)(L)	Transcript of question and response related to the Offer addressed during Electronic Arts fourth quarter fiscal year 2008 earnings conference call held on May 13, 2008. *
(a)(5)(M)	Press Release issued by Electronic Arts Inc., dated May 19, 2008. *
(a)(5)(N)	Press Release issued by Electronic Arts Inc., dated June 17, 2008. *
(a)(5)(O)	Transcript of questions and responses related to the Offer addressed during the breakout session at William Blair & Company s 28th Annual Growth Stock Conference on June 17, 2008. *
(a)(5)(P)	Press Release issued by Electronic Arts Inc., dated July 21, 2008.*

Exhibit No.	Description
(a)(5)(Q)	Press Release issued by Electronic Arts Inc., dated August 18, 2008. *
(b)(1)	Commitment Letter for up to \$1 billion loan facility, dated May 9, 2008, between Electronic Arts, Morgan Stanley Senior Funding, Inc., Morgan Stanley Bank and the other lenders named therein. *
(c)	Not applicable.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed  
en the closing of the acquisition and July 13, 2008 exceeds \$14.00 per share, each of the Chief Executive Officer and President will be entitled to \$5.0 million worth of additional shares.

### Customer Concentration

The Company earned approximately 36% of its revenue from three customers for the year ended December 31, 2007. Accounts receivable from these customers at December 31, 2007 was \$7.7 million. For the predecessor years ended December 31, 2006 and December 31, 2005, the Company earned approximately 63% and 78%, respectively, of its revenue from one customer. Accounts receivable from this customer were \$4.8 million and \$7.8 million at December 31, 2006 and 2005, respectively.

### (16) Unaudited Quarterly Financial Data

2007 Quarter Ended	Successor			
	December 31,	September 30,	June 30,	March 31,
Revenue	\$ 18,223,808	\$ 12,692,772	\$ 10,862,307	\$ 8,676,937
Operating loss	(1,645,046)	(2,725,168)	(2,650,115)	(1,662,454)
Net income	(1,165,087)	(2,621,052)	(2,558,964)	(1,032,008)
Net income per share – basic and diluted	\$ (0.10)	\$ (0.22)	\$ (0.21)	\$ (0.09)
2006 Quarter Ended	December 31,	September 30,	June 30,	March 31,
Total interest income	\$ 449,400	\$ 444,941	\$ 410,904	\$ 361,561
Net income	124,118	207,978	190,839	122,337
Net income per share – basic and diluted	\$ 0.02	\$ 0.02	\$ 0.02	\$ 0.01

	Predecessor*				
	January 1, 2007 through January 17, 2007	December 31,	September 30,	June 30,	March 31,
Revenue	\$ 1,412,137	\$ 12,854,954	\$ 12,573,856	\$ 18,445,839	\$ 16,280,322
Operating income (loss)	(284,902)	324,820	541,237	1,257,233	1,415,720
Net income	\$ (281,153)	\$ 314,858	\$ 536,813	\$ 1,252,500	\$ 1,410,755

2005 Quarter Ended	December 31,	September 30,	June 30,	March 31,
Revenue	\$ 15,204,834	\$ 15,733,713	\$ 18,038,896	\$ 9,654,850
Operating income (loss)	30,645	1,047,658	1,768,948	80,221
Net income	\$ 21,579	\$ 1,707,244	\$ 1,345,263	\$ 71,047

\* The Predecessor was a limited liability company accordingly no earnings per share data is computed.

Loss per share was calculated for each three-month period on a stand-alone basis. As a result of stock transactions during the periods, the sum of the loss per share for the four quarters of each year may not equal the loss per share for the twelve month periods.

### **(17) Subsequent Events**

On January 2, 2008, the Company acquired all of the outstanding stock of SMLB, Ltd, which provides consulting, facility management and equipment integrations services for the mission-critical facilities in the Chicago area. The closing consideration consisted of (i) \$2.0 million in cash, (ii) the issuance of 96,896 commons shares valued at approximately \$500,000, (iii) promissory note of \$500,000 bearing interest at 6% over a five year term, (iv) additional earn-out amounts contingent upon the achievement of certain earnings targets by SMLB for each of the calendar years 2008-2009.



**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A(T). CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and performed an evaluation under the supervision and with the participation of our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer) of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of December 31, 2007. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of December 31, 2007, our disclosure controls and procedures were ineffective.

**Changes in Internal Control Over Financial Reporting**

Through December 31, 2006, we had no operations, no full-time personnel and very few personnel of any kind. Our activities from inception in late 2005 and into 2006 focused on completing our initial public offering, identifying acquisition candidates and then completing the acquisition of TSS/Vortech on January 19, 2007. As of December 31, 2007, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer of the effectiveness of the design and operation of our "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were ineffective at that time for the purpose of ensuring that the information required to be disclosed in our reports filed with the SEC under the Exchange Act is (1) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and (2) is accumulated and communicated to our management, including the Chief Executive Officer, as appropriate to allow timely decisions regarding required disclosure.

In January 2007 we acquired TSS/Vortech and re-evaluated our internal control process during 2007 based on the framework in "Internal Control-Interpreted Framework" issued by Committee of Sponsoring Organizations of the Treadway Commission (COSO). As a result of this re-evaluation, we have determined that our internal control over financial reporting is ineffective as of December 31, 2007. We had neither the resources, nor the personnel, to provide for an adequate internal control environment. The following material weaknesses in our internal control over financial reporting were noted at December 31, 2007: (i) we did not have the ability to segregate duties; (ii) we lacked the formal documentation of policies and procedures that were in place; (iii) we lacked adequate financial personnel; (iv) we lacked general computer controls and adequate procedures involving change management, and; (v) controls are inadequate to reasonably assume compliance with generally accepted accounting principles related to revenue.

We have begun to address the internal control weaknesses summarized above beginning in the first quarter of 2008, with the goal of eliminating such deficiencies by the end of 2008. We are working with a certified public accounting firm to serve as our internal auditors to further enhance our internal control environment and a Chief Financial Officer has been with the Company since August 20, 2007. The acquisitions of TSS/Vortech will require the development of more robust disclosure controls and procedures, which we are currently developing. Management will continue to monitor, evaluate and test the operating effectiveness of these controls during 2008.

This Annual Report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

**Item 9B. OTHER INFORMATION**

None.

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information required by this item regarding our directors, executive officers and corporate governance matters may be found in Fortress International Group, Inc.'s Proxy Statement relating to our 2008 Annual Meeting of Stockholders (the "2008 Proxy Statement") and is incorporated herein by reference. Information relating to compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, may be found under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the 2008 Proxy Statement and is incorporated herein by reference.

**Item 11. EXECUTIVE COMPENSATION**

The information required by this item is included under the captions "Compensation Discussion and Analysis," "Executive Compensation" and "Compensation Committee Report" in the 2008 Proxy Statement and incorporated herein by reference.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item is included under the caption "Security Ownership of Certain Beneficial Owners and Management" in the 2008 Proxy Statement and is incorporated herein by reference.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR**

**Item 13. INDEPENDENCE**

The information required by this item is included under the captions "Certain Relationships and Related Transactions" and "Director Independence" in the 2008 Proxy Statement and is incorporated herein by reference.

**Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item is included under the caption "Independent Public Accountants" in the 2008 Proxy Statement and is incorporated herein by reference.



**PART IV****Item 15. EXHIBITS, FINANCIAL STATEMENTS SCHEDULES****(a)(1) Financial Statements:**

We have filed the following documents as part of this Annual Report on Form 10-K:

	<b>Page</b>
<b>Consolidated Financial Statements:</b>	
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2007 (Successor), December 31, 2006 (Successor), January 19, 2007 (Predecessor) and December 31, 2006 (Predecessor)	F-6
Consolidated Statements of Operations for the three years ended December 31, 2007 (Successor), December 31, 2006 (Successor) and December 31, 2005 (Successor), and for the period from January 1, 2007 through January 19, 2007 (Predecessor) and for the years ended December 31, 2006 (Predecessor) and December 31, 2005 (Predecessor)	F-7
Consolidated Statements of Stockholders' Equity for the three years ended December 31, 2007 (Successor), 2006 (Successor) and 2005 (Successor) and Consolidated Statements of Members' Equity for the period from January 1, 2007 through January 19, 2007 (Predecessor), and for the years ended December 31, 2007 (Predecessor) and 2006 (Predecessor).	F-8
Consolidated Statements of Cash Flows for the three years ended December 31, 2007 (Successor), December 31, 2006 (Successor) and December 31, 2005 (Successor), and for the period from January 1, 2007 through January 19, 2007 (Predecessor) and for the years ended December 31, 2006 (Predecessor) and December 31, 2005 (Predecessor)	F-9
Notes to Consolidated Financial Statements	F-10

**15(a) (2). Sumplementary Financial Data:**

Schedule II—Valuation and Qualifying Accounts for fiscal year ended December 31, 2007, and the period from January 1, 2007 through January 19, 2007 and years ended 2006 and 2007.

Successor	Balance at Beginning of Period	Additions	Deductions	Balance at End of Period
<b>2007</b>				
Allowance for doubtful accounts	-	(79,611)	14,611	(65,000)
Allowance for unrealizable deferred tax assets	-	(2,476,404)	436,165	(2,040,239)
<b>2006</b>				
Allowance for unrealizable deferred tax assets				
Predecessor	Balance at Beginning of Period	Additions at Cost	Deductions	Balance at End of Period
<b>January 1, 2007-January 19, 2007</b>				

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Allowance for doubtful accounts	(75,000)	-	-	(75,000)
2006				
Allowance for doubtful accounts	(25,000)	35,112	(85,112)	(75,000)

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**(2) Financial Statements Schedules:****(3) Index to Exhibits:**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Second Amended and Restated Certificate of Incorporation dated January 19, 2007 (previously filed with the Commission as Exhibit 3.1 to the Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
3.1.1	Amendment to the Second Amended and Restated Certificate of Incorporation (previously filed with the Commission as Exhibit A-1 to the Company's Definitive Proxy Statement filed on May 22, 2007 and incorporated herein by reference)
3.2	Amended and Restated By-laws (previously filed with the Commission as Exhibit 4.2 to the Company's Registration Statement on Form S-8 No. 333-142906, filed on May 14, 2007 and incorporated herein by reference)
4.1	Specimen Unit Certificate (previously filed with the Commission as Exhibit 4.1 to the Company's Registration Statement on Form S-1 No. 333-123504, effective July 13, 2005 and incorporated herein by reference)
4.2	Specimen Common Stock Certificate (previously filed with the Commission as Exhibit 4.2 to the Company's Registration Statement on Form S-1 No. 333-123504, effective July 13, 2005 and incorporated herein by reference)
4.3	Specimen Warrant Certificate (previously filed with the Commission as Exhibit 4.3 to the Company's Registration Statement on Form S-1 No. 333-123504, effective July 13, 2005 and incorporated herein by reference)
4.4	Warrant Agreement between Continental Stock Transfer & Trust Company and the Company (previously filed with the Commission as Exhibit 4.4 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
4.4.1	Warrant Clarification Agreement between Continental Stock Transfer & Trust Company and the Company (previously filed with the Commission as Exhibit 4.5 to the Company's Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2006 and incorporated herein by reference)
4.4.2	Warrant Clarification Agreement No. 2 between Continental Stock Transfer & Trust Company and the Company (previously filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 14, 2006 and incorporated herein by reference)
4.5	Unit Purchase Option (previously filed with the Commission as Exhibit 4.5 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
4.5.1	Amendment to Unit Purchase Option (previously filed with the Commission as Exhibit 4.6 to the Company's Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2006 and incorporated herein by reference)
4.5.2	Amendment No. 2 to Unit Purchase Option (previously filed with the Commission as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 14, 2006 and incorporated herein by reference)

- 10.1 Second Amended and Restated Membership Interest Purchase Agreement dated July 31, 2006 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, L.L.C., Thomas P. Rosato and Gerard J. Gallagher, and Thomas P. Rosato as Members' Representative (previously filed with the Commission as Exhibit 10.1 to the Company's Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2006 and incorporated herein by reference)
- 10.2 Amendment to the Second Amended and Restated Membership Interest Purchase Agreement dated January 16, 2007 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, L.L.C., Thomas P. Rosato and Gerard J. Gallagher, and Thomas P. Rosato as Members' Representative (previously filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 19, 2007 and incorporated herein by reference)
- 10.3 Escrow Agreement (Balance Sheet Escrow) dated January 19, 2007 among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, L.L.C., Thomas P. Rosato and Gerard J. Gallagher, Thomas P. Rosato as Members' Representative, and SunTrust Bank (previously filed with the Commission as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
- 10.4 Escrow Agreement (General Indemnity) among Fortress America Acquisition Corporation, VTC, L.L.C., Vortech, L.L.C., Thomas P. Rosato and Gerard J. Gallagher, Thomas P. Rosato as Members' Representative, and SunTrust Bank (previously filed with the Commission as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
- 10.5 Registration Rights Agreement among Fortress America Acquisition Corporation and Thomas P. Rosato and Gerard J. Gallagher (previously filed with the Commission as Exhibit 10.5 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
- 10.6 Fortress America Acquisition Corporation 2006 Omnibus Incentive Compensation Plan (previously filed with the Commission as Exhibit E to the Company's Definitive Proxy Statement filed on December 27, 2006 and incorporated herein by reference)

Exhibit Number	Description
10.7	Employment Agreement between Harvey L. Weiss and the Company, dated January 19, 2007 (previously filed with the Commission as Exhibit 10.7 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
10.8	Executive Consulting Agreement dated January 19, 2007 by Fortress America Acquisition Corporation and Washington Capital Advisors, Inc. (previously filed with the Commission as Exhibit 10.8 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
10.9	Executive Employment Agreement dated January 19, 2007 by Fortress America Acquisition Corporation and Thomas P. Rosato (previously filed with the Commission as Exhibit 10.9 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
10.10	Executive Employment Agreement dated January 19, 2007 by Fortress America Acquisition Corporation and Gerard J. Gallagher (previously filed with the Commission as Exhibit 10.10 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
10.11	Voting Agreement dated January 19, 2007 by Fortress America Acquisition Corporation, Thomas P. Rosato, Gerard J. Gallagher, C. Thomas McMillen and Harvey L. Weiss (previously filed with the Commission as Exhibit 10.11 to the Company's Current Report on Form 8-K filed on January 25, 2007 and incorporated herein by reference)
10.12	Letter Agreement among the Company, Sunrise Securities Corp. and C. Thomas McMillen (previously filed with the Commission as Exhibit 10.1 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
10.13	Letter Agreement among the Company, Sunrise Securities Corp. and Harvey L. Weiss (previously filed with the Commission as Exhibit 10.2 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
10.14	Letter Agreement among the Company, Sunrise Securities Corp. and David J. Mitchell (previously filed with the Commission as Exhibit 10.3 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
10.15	Letter Agreement among the Company, Sunrise Securities Corp. and Donald L. Nickles (previously filed with the Commission as Exhibit 10.4 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
10.16	Agreement among the Company, Sunrise Securities Corp. and Paladin Homeland Security Fund, L.P., Paladin Homeland Security Fund (NY City), L.P., Paladin Homeland Security Fund (CA), L.P. and Paladin Homeland Security Fund (Cayman Islands), L.P. (previously filed with the Commission as Exhibit 10.5 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
10.17	Letter Agreement among the Company, Sunrise Securities Corp. and Asa Hutchinson (previously filed with the Commission as Exhibit 10.6 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
10.18	Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Company (previously filed with the Commission as Exhibit 10.7 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by



reference)

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|-------|--|
| 10.19 | Stock Escrow Agreement between the Company, Continental Stock Transfer & Trust Company and the Initial Stockholders (previously filed with the Commission as Exhibit 10.8 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference) |
| 10.20 | Registration Rights Agreement among the Company and the Initial Stockholders (previously filed with the Commission as Exhibit 10.9 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)  |
| 10.21 | Warrant Purchase Agreement between C. Thomas McMillen, Harvey L. Weiss and Sunrise Securities Corp. (previously filed with the Commission as Exhibit 10.10 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)                |

Exhibit Number	Description
10.22	Letter Agreement between the Company and Global Defense Corp. (previously filed with the Commission as Exhibit 10.11 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005 and incorporated herein by reference)
10.23	Agreement and Plan of Merger among Fortress America Acquisition Corporation and FAAC Merger Corporation dated June 29, 2005 (previously filed with the Commission as Exhibit 10.15 to the Company's Registration Statement on Form S-1 No. 333-123504, effective July 13, 2005 and incorporated herein by reference)
10.24	Non-Employee Director Compensation Policy (previously filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 21, 2007 and incorporated herein by reference)
10.25	Form of Restricted Stock Agreement (Employees Only) (previously filed with the Commission as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on May 21, 2007 and incorporated herein by reference)
10.26	Executive Employment Agreement, dated as of August 6, 2007, between Fortress International Group, Inc. and Timothy C. Dec (previously filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 8, 2007 and incorporated herein by reference)*
10.27	Prepayment Agreement, dated as of August 29, 2007, between Fortress International Group, Inc. and Thomas P. Rosato (previously filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 30, 2007 and incorporated herein by reference)*
10.28	Stock Purchase Agreement dated September 24, 2007 between Innovative Power Systems Inc., the Stockholders of Innovative Power Systems Inc., Quality Power Systems, Inc., the Stockholders of Quality Power Systems, Inc., and the Company (previously filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 27, 2007 and incorporated herein by reference)
10.29†	Membership Interest Purchase Agreement dated November 30, 2007 between Rubicon Integration, L.L.C., each of the members of Rubicon and the Company
10.30	Stock Purchase Agreement by and among SMLB, Ltd, the Stockholders of SMLB, Ltd, and the Company dated January 2, 2008 (previously filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 1, 2008 and incorporated herein by reference)
21	Significant Subsidiaries of the Registrant
23.1	Consent of Grant Thornton LLP regarding Fortress International Group, Inc. financial statements for the year ended December 31, 2007.
23.2	Consent of Grant Thornton LLP regarding Vortech L.L.C. and VTC L.L.C. financial statements for the period ending January 1, 2007 through January 19, 2007.
23.3	Consent of Goldstein Golub Kessler LLP
23.4	Consent of McGladrey & Pullen, LLP
31.1	Certificate of Fortress International Group, Inc. Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2	Certificate of Fortress International Group, Inc. Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certificates of Fortress International Group, Inc. Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Management contract or compensatory plan or arrangement.

† Confidential treatment has been requested as to certain portions, which have been filed separately with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Fortress International Group, Inc.**

Date: March 31,  
2008

By:

/s/ Thomas P. Rosato

Thomas P. Rosato  
Chief Executive Officer  
*(Authorized Officer and Principal Executive Officer)*

Date: March 31,  
2008

By:

/s/ Timothy C. Dec

Timothy C. Dec  
Chief Financial Officer  
*(Authorized Officer and Principal Financial and Accounting Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated below and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
Name	Position	Date
/s/ Thomas P. Rosato Thomas P. Rosato	Chief Executive Officer and Director (Principal Executive Officer)	March 31, 2008
/s/ Gerard J. Gallagher Gerard J. Gallagher	President and Director	March 31, 2008
/s/ Timothy C. Dec Timothy C. Dec	Chief Financial Officer (Principal Financial Officer)	March 31, 2008
/s/ Asa Hutchinson Asa Hutchinson	Director	March 31, 2008
/s/ C. Thomas McMillen C. Thomas McMillen	Director	March 31, 2008
/s/ David J. Mitchell David J. Mitchell	Director	March 31, 2008

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/s/ John Morton, III John Morton, III	Director	March 31, 2008
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/s/ Donald L. Nickles Donald L. Nickles	Director	March 31, 2008
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/s/ Harvey L. Weiss Harvey L. Weiss	Director	March 31, 2008
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